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FREDERICK, MD

McLEAN, VA
ROCKVILLE, MD

TOWSON, MD

WASHINGTON, D.C.

May 1, 2000

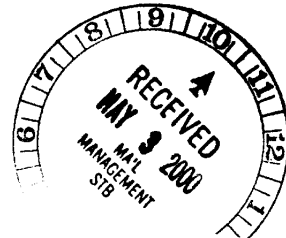
VIA FEDERAL EXPRESS

Surface Transportation Board

1925 K Street, N.W.

Washington, D.C. 20423-0001

Attention: Ms. Toleda Stokes, Recordation of Railroad Equipment



RECORDATION NO. **18895-A** FILED

Re: Our File Number: 258-2053

Dear Ms. Stokes:

MAY 4 '00 4-05 PM
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Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. § 11301(a) are two (2) originals of a **Memorandum of Termination and Release of Railcar Lease Agreement**, dated April 28, 2000.

SURFACE TRANSPORTATION BOARD

The names and address of the parties to the enclosed document are:

Lessor: Allfirst Bank (formerly known as The First National Bank of Maryland)
25 South Charles Street
Baltimore, Maryland 21201

Lessee: Weyerhaeuser Company
33663 Weyerhaeuser Way South
Federal Way, Washington 98003

OFFICE OF THE
SECRETARY
MAY 4 2000
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A description of the railroad equipment covered by the enclosed document follows:

- I. Sixty (60) 100-ton log chip railcars bearing reporting marks TO&E 1335 through 1394, inclusive.
- II. Forty (40) 100-ton log loading railcars bearing reporting marks TO&E 1800 through 1839, inclusive.
- III. One (1) General Motors 3,000 H.P. Model EMD GP-40-2 locomotive bearing reporting mark D15.

MILES & STOCKBRIDGE P.C.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Please return one of the stamped originals to the undersigned upon completion of the registration.

If you have any questions or comments, do not hesitate to call me at 410-385-3644.

Very truly yours,

A handwritten signature in black ink, appearing to read "N. Gordon Knox". The signature is fluid and cursive, with the first letter of each word being capitalized and prominent.

N. Gordon Knox

Enclosures

RECORDATION NO. 18895-A FILED

MAY 4 '00 4-05 PM

**MEMORANDUM OF TERMINATION AND
RELEASE OF RAILCAR LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

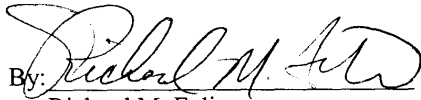
ALLFIRST BANK (formerly known as The First National Bank of Maryland) ("Allfirst") and WEYERHAEUSER COMPANY ("Weyerhaeuser"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminate and release their respective rights and interests in the Railcar Lease Agreement (the "Lease") dated as of July 16, 1993 between Allfirst, as lessor, and Weyerhaeuser, as lessee, and all Schedules thereto.

Allfirst, for good and valuable consideration the receipt and sufficiency of which is acknowledged, terminates and releases its rights and interests in and to sixty (60) 100-ton log chip railcars bearing reporting marks TO&E 1335 through 1394, inclusive, forty (40) 100-ton log loading railcars bearing reporting marks TO&E 1800 through 1839, inclusive and one (1) General Motors 3,000 H.P. Model EMD GP-40-2 locomotive bearing reporting mark D15.

A memorandum of Allfirst's and Weyerhaeuser's respective rights and interests with respect to the Lease has been recorded with the Surface Transportation Board on July 13, 1994 under Recordation No. 18895. Without limiting the generality of the foregoing, Allfirst and Weyerhaeuser release and terminate their rights and interests covered by that memorandum.

IN WITNESS WHEREOF, Allfirst and Weyerhaeuser have executed or caused this Memorandum of Termination and Release of Railcar Lease Agreement to be executed as of the 28th day of April, 2000.

ALLFIRST BANK (formerly known as
The First National Bank of Maryland)

By: 
Richard M. Folio
Vice President

WEYERHAEUSER COMPANY

By: _____
Donald P. Ninneman
Assistant Treasurer

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ALLFIRST BANK (formerly known as
The First National Bank of Maryland)

WEYERHAEUSER COMPANY

By: _____
Richard M. Folio
Vice President

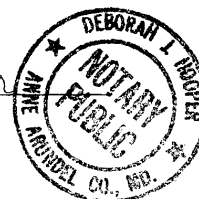
By: Don P. Ninneman
Donald P. Ninneman
Assistant Treasurer

STATE OF MARYLAND, CITY OF BALTIMORE; TO WIT:

On this 27th day of April, 2000, before me personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, that said instrument was signed and sealed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Deborah J. Hooper
Notary Public



My Commission Expires: 7/27/02

STATE OF WASHINGTON, _____ OF _____, TO WIT:

I HEREBY CERTIFY, that on this ____ day of _____, 2000, before me, the undersigned, a Notary Public, personally appeared _____, who acknowledged himself to be a _____ of WEYERHAEUSER COMPANY, a Washington corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized _____ of said corporation by signing the name of the corporation by himself as _____.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires:

STATE OF MARYLAND, CITY OF BALTIMORE; TO WIT:

On this ____ day of April, 2000, before me personally appeared Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of Allfirst Bank (formerly known as The First National Bank of Maryland), a Maryland banking corporation, that said instrument was signed and sealed by him, on behalf of said corporation by authority of its Board of Directors and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Notary Public

My Commission Expires: _____

STATE OF WASHINGTON, City OF Federal Way TO WIT:

I HEREBY CERTIFY, that on this 28th day of April, 2000, before me, the undersigned, a Notary Public, personally appeared Donald P. Ninneman, who acknowledged himself to be an Assistant Treasurer of WEYERHAEUSER COMPANY, a Washington corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Treasurer of said corporation by signing the name of the corporation by himself as Assistant Treasurer.

AS WITNESS my hand and notarial seal.

Kenneth T. Drach

Notary Public

My Commission Expires: Sept. 15, 2002

